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INTERSTATE

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BY HAND DELIVERY MAR 15 1991 - 1 55 PM INTERSTATE

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

1-074A023

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Dear Ms. McGee:

INTERSTATE

I have enclosed three originals of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code. These documents are:

1. Lease Supplement No. 2 dated as of March 12, 1991, a secondary document which supplements the Lease of Railroad Equipment dated as of May 30, 1990. - 16917
2. Sublease Supplement No. 2 dated as of March 12, 1991, a secondary document which supplements the Sublease of Railroad Equipment dated as of May 30, 1990. - 16917
3. Trust Indenture Supplement Nos. 3 and 4, dated as of March 12, 1991, secondary documents which supplement the Trust Indenture and Security Agreement (Mortgage) (the "Trust Indenture") dated as of May 30, 1990. - 16917
4. Lessee Security Agreement Supplement No. 2 dated as of March 12, 1991, a secondary document which supplements the Lessee Security Agreement (Mortgage) (the "Lessee Security Agreement"), dated as of May 30, 1990. - 16917
5. Release of Lien from the Trust Indenture, dated as of March 12, 1990, a secondary document which releases a lien established under the Trust Indenture.
6. Release of Lien on the Leasehold Security Interest from the Indenture, dated as of March 12, 1990, a secondary document which releases a lien established under the Lessee Security Agreement.

Amtrak requests that all of the documents listed herein, whether primary or secondary, be filed under Recordation No. 16917.

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The parties to the above-listed documents include the following:

1. Lease Supplement No. 2: National Railroad Passenger Corporation ("Amtrak") as lessor and The New Connecticut Bank and Trust Company, National Association, successor to The Connecticut Bank and Trust Company, as Owner Trustee ("Owner Trustee").
2. Sublease Supplement No. 2: Owner Trustee as sublessor and Amtrak as Sublessee.
3. Trust Indenture Supplement Nos. 3 and 4: Owner Trustee as mortgagor, Amtrak as consenting party to the Trust Indenture, and Meridian Trust Company ("Indenture Trustee") as mortgagee.
4. Lessee Security Agreement Supplement No. 2: Amtrak as consenting party to the Lessee Security Agreement and Owner Trustee.
5. Release of Lien from the Trust Indenture: Indenture Trustee.
6. Release of Lien on the Leasehold Security Interest from the Indenture: Owner Trustee.

The addresses of the parties are:

The Connecticut Bank and Trust Company
National Association
One Constitution Plaza
Hartford, Connecticut 06115

Meridian Trust Company
35 North 6th Street
Reading, PA 19603

National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002
Attention: Corporate Secretary

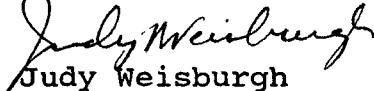
The documents listed above are for the purpose of releasing Material Handling Car #1551 and adding Material Handling Car #1473 to the Lease, Sublease, Trust Indenture, Lessee Security Agreement, Lien of the Trust Indenture and Leasehold Security Interest to the Trust Indenture, in accordance to Section 7.2 of the Sublease dated May 30, 1990.

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A fee of \$105 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person delivering same stamped with the appropriate recordation number.

The undersigned is one of the attorneys for Amtrak.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Judy Weisburgh".

Judy Weisburgh
Associate General Counsel

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RELEASE FROM LESSEE SECURITY AGREEMENT STATE COMMISSION

THIS RELEASE FROM LIEN OF LESSEE SECURITY AGREEMENT (this "Release") dated as of March 12, 1991 between NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized and existing under the Rail Passenger Service Act and the laws of the District of Columbia, also known as Amtrak, and THE NEW CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association, as successor to The Connecticut Bank and Trust Company, National Association, not in its individual capacity but as Owner Trustee under the Trust Agreement,

W I T N E S S E T H :

WHEREAS, Amtrak and Owner Trustee have heretofore entered into that certain Lessee Security Agreement dated as of May 30, 1990 (as amended and supplemented to the date hereof, the "Lessee Security Agreement", defined terms therein being used herein with the same meanings) covering, among other things, one material handling railcar bearing Amtrak Equipment Number 1551 (the "Unit");

WHEREAS, the Lessee Security Agreement was duly recorded with the ICC on June 29, 1990 as Recordation No. 16917-A;

WHEREAS, on January 9, 1991, Amtrak informed Owner Trustee that one unit under lease, Material Handling Car #1551 sustained damage in a Casualty Occurrence on December 12, 1990 and is considered irreparably damaged; and

WHEREAS, in that January 9, 1991 letter, Amtrak further advised that it intended to proceed in accordance with Section 7.2 of the Sublease and substitute a replacement unit under the Sublease thereby subjecting such unit to the terms and conditions under the Lessee Security Agreement; and

WHEREAS, simultaneously with the execution and delivery of this Release, Amtrak and Owner Trustee are entering into an Lessee Security Agreement Supplement No. 2 dated the date hereof subjecting the Leasehold Interest of the Replacement Unit referred to therein to the Lien of the Lessee Security Agreement; and

WHEREAS, the parties to this Release intend that the Unit be released from the Lien of the Lessee Security Agreement; and

WHEREAS, The Connecticut Bank and Trust Company, National Association, has been succeeded by The New Connecticut Bank and Trust Company, National Association.

NOW THEREFORE, in consideration of the mutual covenants set forth herein and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned hereby releases all of its rights, title and interest in and to the Unit from the Lien of the Lessee Security Agreement.

IN WITNESS WHEREOF, the parties have caused this Release to be duly executed by their respective duly authorized officers as of the date first set forth above.

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____

[Signature]
Name: Richard L. Klein
Title: Treasurer

THE NEW CONNECTICUT BANK AND TRUST
COMPANY, NATIONAL ASSOCIATION, as
successor to The Connecticut Bank
and Trust Company, National
Association, not in its individual
capacity but solely as Owner
Trustee

By: _____

[Signature]
Name: LINDA REMBLE
Title: VP

DISTRICT OF COLUMBIA)
)
CITY OF WASHINGTON) SS

On this 8th day of MARCH, 1991 before me personally appeared Richard I. Klein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors on such day, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires:

1-1-95

[SEAL]

CONNECTICUT)
) ss
HARTFORD)

On this 13th day of March, 1991 before me personally appeared LINDA REMBLE, to me personally known, who being by me duly sworn, says that he is the V.P. of THE NEW CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association, as Owner Trustee under such instrument, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors on such day, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said national banking association.

Bill M. Vesce
Notary Public

My Commission Expires:

BILL M VESCE
NOTARY PUBLIC
My Commission Expires OCT 31, 1995

[SEAL]

DISTRICT OF COLUMBIA)
) SS
CITY OF WASHINGTON)

CERTIFICATION

On this 15th day of March, 1991 before me personally appeared David A. Patterson, to me personally known, who being by me duly sworn, says that he is a Financial Analyst employed by NATIONAL RAILROAD PASSENGER CORPORATION, and who has certified to me that the foregoing RELEASE FROM LESSEE SECURITY AGREEMENT is a true and correct copy of the original document dated as of March 12, 1991.

Carolyn E. Mason
Notary Public

My Commission Expires:

Carolyn E. Mason
Notary Public, District of Columbia
My Commission Expires Feb. 28, 1995

